

COMMONWEALTH OF KENTUCKY
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
1025 CAPITAL CENTER DRIVE, SUITE 300
FRANKFORT, KENTUCKY 40601

**ORDER CLARIFYING THE REGISTRATION
REQUIREMENTS OF ALL ISSUER AGENTS**

WHEREAS, the Commissioner of the Department of Financial Institutions (the "Commissioner") is charged with the administration of Chapter 292 of the Kentucky Revised Statutes, the Kentucky Securities Act (the "Act") and of 808 KAR Chapter 10 of the Kentucky Administrative Regulations (the "Regulations") promulgated under the Act;

WHEREAS, section 292.310(12) of the Act states, in part, that:

"Issuer" means any person who issues or proposes to issue any security, except that with respect to certificates of deposit, voting trust certificates, or collateral-trust certificates, or with respect to certificates of interest or shares in an unincorporated investment trust not having a board of directors (or persons performing similar functions) or of the fixed, restricted management, or unit type, the term "issuer" means the person or persons performing the acts and assuming the duties of depositor or manager pursuant to the provisions of the trust or other agreement or instrument under which the security is issued, and except that with respect to fractional undivided interests in oil, gas, or other mineral rights, the term "issuer" means the owner of any such right or of an interest in such right (whether whole or fractional) who creates fractional interests therein for the purpose of distribution;

WHEREAS, section 292.310(1) states, in part that:

"Agent" means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases or sales of securities...

WHEREAS, section 292.330(1) states, in part that:

It is unlawful for any person to transact business in this state as a broker-dealer or agent, unless the person is registered under this chapter. It is unlawful for any broker-dealer or issuer to employ an agent unless the agent is registered...

WHEREAS, this Order is in the public interest and consistent with the purposes fairly intended by the policy and provisions of the Act;

IT IS THEREFORE ORDERED that, for purposes of Sections 292.310(12) of the Act, the Partnership, Joint Venture, Program or any other such entity in which the securities are being offered or sold shall be deemed the Issuer;

IT IS FURTHER ORDERED that all Agents of the Issuer must be registered separately for each individual offering;

IT IS FURTHER ORDERED that effective July 1, 2003, each Agent of an Issuer shall submit all registration paperwork and the appropriate fees as required by section 292.330 of the Act for each offering that is registered or notice filed with the Commissioner; and

IT IS FURTHER ORDERED that this Order shall remain in effect until modified, superseded or vacated by the Commissioner or other lawful authority.



Ella D. Robinson
Commissioner
Department of Financial Institutions

This Order entered and signed this 1st day of April, 2003.